

Memphremagog Arts Collaborative, Inc.

BYLAWS

ARTICLE I

Name and Location

Section 1. The name of this Corporation shall be Memphremagog Arts Collaborative, Inc.

Section 2. The head office of the Corporation shall be in the City of Newport, County of Orleans, State of Vermont, and at such place therein as the Board of Directors may from time to time determine.

ARTICLE II

Mission Statement

The Memphremagog Arts Collaborative exists to nurture our community's understanding, appreciation and support of the arts, cultural heritage, and humanities.

ARTICLE III

Objectives

All gifts, bequests, net earnings, and assets of the Corporation shall be used only to further the purposes of and benefit the Corporation. The means by which this objective shall be realized are:

- to further and encourage the advancement, appreciation and study of the arts and humanities in the City of Newport and surrounding areas, employing such means as the Corporation may from time to time decide to adopt.
- to sponsor, as conditions warrant them, art classes for both adults and youth, with fees for said classes to be determined by the Board of Directors and the instructor.
- to sponsor a series of lectures each year, as conditions warrant them, for the benefit of the general public.
- to sponsor and support art exhibitions at the discretion of the Board of Directors.
- to cooperate with other societies interested in the arts, cultural heritage, and humanities at the discretion of the Board of Directors.

ARTICLE IV

Governance

The Memphremagog Arts Collaborative, its members and officers, shall be governed by the Bylaws of the Corporation.

ARTICLE V

Membership

Membership in the Corporation shall not be restricted to anyone based upon race, age, gender, religion, sexual orientation, or ethnic origin, and will be governed by Membership and Center Policies.

Section 1. Classes of Membership

- 1.1 Classes of membership and fees for the membership year shall be determined at least annually by the Board of Directors.

- 1.2 Memberships shall extend for one year from month of acceptance.
- Section 2. Privileges of Membership.**
- 2.1 All members whose participation meet the requirements set forth in the membership policies may speak, make motions, and vote at the Annual and General meetings.
- 2.2 Only members in good standing may be elected to or retain office.
- 2.3 All members in good standing may attend and speak at open meetings of the Board of Directors, but may not make motions or vote.
- Section 3. Suspension of Membership**
- 3.1 Any member may be suspended, asked to resign, or barred from attendance at all meetings or activities for behavior considered to be harmful to the Corporation.
- 3.2 Suspensions and requests for resignation shall be determined by a two-thirds majority vote of The Board of Directors.
- Section 4. Reinstatement of Membership**
- Any person suspended for activities considered to be harmful to the Corporation may be reinstated by a two-thirds majority vote of The Board of Directors.

ARTICLE VI

Meetings of Members

- Section 1. Annual Meeting**
- 1.1 The Officers of the Corporation shall call the Annual Meeting in June, date, time and place to be determined, and all members in good standing shall be notified at least fourteen (14) days before such meetings.
- 1.2 The Corporation shall hold its Annual Meeting for the purpose of reviewing activities, receiving committee reports, setting out plans for the following year, and electing members of the Board of Directors.
- 1.3 A report of the Board of Directors and an audited Financial Report shall be presented at the Annual Meeting.
- 1.4 Items not on the agenda may be discussed under other business.
- 1.5 General Members may, in writing, suggest to the President items for the agenda one (1) week prior to the Annual Meeting.
- 1.6 One-third ($\frac{1}{3}$) the number of members in good standing shall constitute a quorum and the majority vote of those members present shall constitute the action of the meeting.
- Section 2. General Meetings**
- 2.1 Article VI, Sections 1.4, 1.5, and 1.6 shall also apply to General Meetings.
- 2.2 A general meeting shall be held if requested by twenty-five % (25%) of the General Membership via a signed petition. Time and place shall be decided by the Board of Directors.
- 2.3 The Board of Directors, President, or Vice-President shall have power to call at any time a meeting of members of the Corporation.

ARTICLE VII
Board of Directors

Section 1. Membership and Qualifications of Board Members.

- 1.1 The affairs of the Corporation shall be managed by the Board of Directors which shall consist of not more than nine (9) nor less than five (5) members in good standing. The term of office shall be 2 years.
- 1.2 Directors will be chosen by the members at the annual meeting from a slate of nominees provided by the Nominating Committee. Nominations may also be taken from the floor.
- 1.3 The Directors may increase or decrease the number of Directors at their discretion so long as there is a minimum of five (5).

Section 2. Duties of Board Members

- 2.1 Each Director must serve actively on a standing committee.
- 2.2 Directors must attend meetings regularly, as set forth in Article IX.
- 2.3 Directors should actively participate by using their own expertise to advise and contribute to discussions.

Section 3. Voting by the Board of Directors

- 3.1 There must be a quorum, consisting of one half (1/2) of the members of the Board in order for a vote to be taken.
- 3.2 Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes, except as herein specifically provided.
- 3.3 In case of any equality of votes, the President shall have a casting vote.
- 3.4 In the absence of the President, the duties shall be performed by the Vice-President or such other Director as the Board of Directors may from time to time appoint for the purpose.
- 3.5 All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken in the usual way by assent, dissent, or abstention.
- 3.6 A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favor of or against such resolution.
- 3.7 If an issue must be acted upon before the next Board of Directors meeting, the vote may be taken via email and/or phone. A record of the voting shall be included in the secretary's minutes for the next Board of Directors meeting.

Section 4. Vacancies on the Board of Directors.

- 4.1 Vacancies on the Board of Directors, however caused, may, so long as a quorum of Directors remain in office, be filled by the Directors from among the qualified members of the Corporation, if they shall see fit to do so.

- 4.2 If there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the members to fill the vacancy.
- 4.3 If an increase in the number of Directors is authorized by the Board of Directors between the terms, the additions will be considered vacancies and filled in the manner above.

Section 5. Powers

- 5.1 The Board of Directors may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract into which the Corporation may lawfully enter, save as hereinafter provided, and generally, may exercise all such other powers, and do all such other acts and things as the Corporation is by its Bylaws or otherwise authorized to exercise and do.
- 5.2 Without in any way derogating from the foregoing, the Board of Directors is expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, moveable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable. This amount is not to exceed \$5,000 without calling a meeting of the membership.

Section 6. Remuneration of Directors

- 6.1 The Directors shall receive no remuneration.
- 6.2 Reimbursement of authorized expenses shall be made to Directors who present to the treasurer expense reports with appropriate receipts.

Section 7. Meetings

- 7.1 Meetings shall be conducted by the President or the President's designee in his or her absence.
- 7.2 The Board of Directors shall meet monthly and at such times throughout the year as may appear necessary to the Officers or the Committee Chairs of the Corporation.
- 7.3 The President or three members of the Board of Directors may, at any time, call a special meeting of the Board of Directors with 48 hours notice.

Section 8. Conflict of Interest

No member of the Board of Directors shall participate in any discussion or vote on any matter in which he or she, or a member of his or her immediate family, has potential conflict of interest due to having material economic involvement regarding the matter being discussed. When such a situation presents itself, the Director must announce his or her potential conflict, disqualify himself or herself, and be excused from the meeting until discussion is over on the matter involved. The President of the meeting is expected to make inquiry if such conflict appears to exist and the Board Member has not made it known.

ARTICLE VIII

Officers of the Corporation

Officers of the Corporation shall be elected from and by the elected Board of Directors and consist of: President, Vice-President or Vice-Presidents, Secretary and Treasurer.

Section 1. The President

- 1.1 The President shall be generally responsible for the supervision of the Corporation, shall set the agenda for and preside at all meetings of the Corporation and its Board of Directors, and shall be an ex-officio member of all committees.
- 1.2 The President shall ensure that at least one member of the Board of Directors participates on each standing and ad hoc committee.
- 1.3 The President shall appoint the Nominating Committee for the upcoming Annual Meeting.
- 1.4 The President shall be responsible for negotiating and executing all contracts below five thousand dollars (\$5,000) on behalf of the Corporation. Contracts above five thousand dollars (\$5000) must be approved by the General Membership.
- 1.5 The President and Corporate Secretary shall sign all deeds, transfers, licenses, contracts, and engagements on behalf of the Corporation.

Section 2. The Vice-President

- 2.1 The Vice-President shall assist the President, and in the President's absence assume the President's duties.
- 2.2 The Vice-President shall serve in other capacities at the discretion of the President.
- 2.3 The Vice-President shall obtain and/or oversee the procurement of liability and other insurance as may be required by the corporation.
- 2.4 The Vice-President shall work with the Treasurer to prepare the Annual Budget for approval of the Board of Directors.
- 2.5 The Vice-President shall serve on the nominating committee.

Section 3. The Secretary

- 3.1 The Secretary shall record and distribute the minutes of Annual Meetings, Board meetings, and Membership meetings to the President, the Board of Directors, the newsletter editor, and the members.
- 3.2 The Secretary, shall maintain the official records of the Corporation, as well as supervise the maintenance of any archives including:
 - copies of Bylaws and amendments thereof
 - insurance policies
 - non-profit determination
 - charitable filings
 - completed grant applications (including awards and reports)
 - executed contracts
 - minutes of all board and special meetings
- 3.3 The Secretary and the President shall sign all deeds, transfers, licenses, contracts, and engagements on behalf of the Corporation.

- 3.4 The Secretary in conjunction with the Treasurer shall maintain a record of the names and addresses of current members.
- 3.5 The Secretary shall send notices of annual membership renewals as directed by the Membership Committee.
- 3.6 The Secretary shall send out timely notices of the annual meeting and any other general membership meetings.
- 3.7 The Secretary shall handle correspondence as directed by the President and/or the Board of Directors.

Section 4. The Treasurer

- 4.1 The Treasurer shall handle all Corporate monies through a chartered bank or trust company and shall
 - make deposits
 - issue receipts
 - keep accurate accounts
 - pay instructor's fees
 - pay reimbursements for authorized expenses
- 4.2 The Treasurer shall complete and file, in a timely manner, all tax-related documents and pay any tax due.
- 4.3 The Treasurer shall maintain a petty cash system for purchases under one hundred dollars (\$100.00).
- 4.4 The Treasurer shall provide a monthly financial report at each Board of Directors meeting.
- 4.5 The Treasurer along with the Vice-President shall prepare the Annual Budget for approval of the Board of Directors.
- 4.6 The Treasurer shall be available and provide all necessary information to the Audit Committee.
- 4.7 The Treasurer shall present at the Annual Meeting, an annual financial report which has been reviewed and approved by the Audit Committee.
- 4.8 The Treasurer shall obtain from the President, or in the President's absence, from the Vice-President, prior written approval of all expenditures over one thousand dollars (\$1,000).
- 4.9 The Treasurer shall assist the Secretary in keeping an accurate record of the membership.
- 4.10 The Treasurer's duties, with board approval, may be divided between two individuals.
- 4.11 Should the Treasurer resign or be removed from office, the Board of Directors shall arrange for an outside review of the financial records.

ARTICLE IX

Removal of Directors and Officers

Section 1. Removal of Directors

- 1.1 A Director shall automatically cease to serve as a member of the Board if said Director has three (3) consecutive unexplained absences or a total of four (4) unexplained absences from regular monthly meetings during a fiscal year.
- 1.2 Any Director may be removed from the Board at any time for any behavior considered to be harmful to the Corporation, its purpose, or Bylaws by a majority vote of the Board of Directors.
- 1.3 Any Director may be removed by a two-thirds ($\frac{2}{3}$) majority vote of the members in good standing at a Special Membership Meeting. This meeting shall have been requested by twenty-five percent (25%) of the General Membership via a signed petition presented to the Corporate Secretary.
- 1.4 Any Director may resign at any time by giving written notice to the President or the Corporate Secretary. Any such notice shall take effect forty-eight (48) hours after the receipt of such notice or at a later specified time therein.

Section 2. Removal of Officers

- 2.1 By special resolution of the Board of Directors, an Officer may be suspended or terminated for conduct harmful to the Corporation, its purpose, or Bylaws, provided such Officer is given the opportunity for a hearing within ten (10) days.
- 2.2 If the Officer elects to have a hearing, a special closed meeting of the Board of Directors will be called to allow the Officer to dispute the charges, following which, the resolution will be voted upon. The decision of the Board of Directors is final.

Article X

Finances

- Section 1.** **The Fiscal Year** of the Corporation shall be from June 1 through May 31, inclusive.
- Section 2.** **The Signing Officers** of the Corporation, as pertains to checking and banking, shall be the President and the Treasurer and one other board member.
- Section 3.** **A Financial Report** of the accounts of the Corporation that has been reviewed and approved by the Audit Committee shall be presented by the Treasurer at the Annual Meeting.
- Section 4.** **Liability Insurance** shall be maintained by the Corporation for the protection of the Customers (Guests), Officers, and Members of the Board of Directors.

Article XI

Execution of Documents

- Section 1.** Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President, Vice-President, or any person authorized by the Board of Directors.
- Section 2.** Notwithstanding any provision to the contrary contained in the Bylaws of the Corporation, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract, or obligations of the Corporation may or shall be executed.

Article XII

Books and Records

All necessary books, documents, and records of the Corporation required by the Bylaws of the Corporation or by any applicable statute or law shall be maintained by the Corporate Secretary and stored under lock at the Corporation's place of business.

Article XIII

Amendments

- Section 1.** These Bylaws may be altered, repealed, or suspended by a two-thirds ($\frac{2}{3}$) majority vote of the members present at a called meeting or by two-thirds ($\frac{2}{3}$) of those members voting electronically.
- Section 2.** The Bylaws Committee shall present suggested modifications of the Bylaws to the Board of Directors for review. Following Board approval, the changes shall be sent to the General Membership by either regular mail or email for review. The changes shall be discussed and voted upon at the Annual Meeting or a properly constituted General Meeting, time and date to be determined by the Board of Directors.

Article XIV

Dissolution of Corporation

- Section 1.** The Corporation may be dissolved by a two-thirds ($\frac{2}{3}$) majority vote of the members present at a properly constituted General Meeting, provided that at least fourteen (14) days written notice of intention shall be sent to all members in good standing.
- Section 2.** On an affirmative vote to dissolve the Corporation and after the discharge of all debts and liabilities of the Corporation, the remaining assets shall be allocated to support another non-profit organization which is exempt under Section 501(c)(3) of the Internal Revenue Code and is located in the Newport area, Orleans County, Vermont.

Article XV

Standing Committees

- Section 1.** Standing Committees are established to assist in the fulfillment of the purposes of the Corporation.
- 1.1 A Board member shall be assigned to each committee and shall enlist members from the general membership to assist with tasks.
- 1.2 Committees shall elect their chair.
- 1.3 Additional committees may be established from time to time.
- 1.4 All committees shall avail themselves of the services of the Publicity Committee on a timely basis when events, exhibits, performances, or promotions of any kind need dissemination to the public.
- 1.5 All committees shall develop a brief plan of action for the upcoming year, along with

estimated cost and benefit analysis, to be submitted to the Board for approval by the April meeting.

1.6 All committees shall submit a status report, in writing or in person, to the monthly Board meeting.

Section 2. The current Standing Committees are Education, Fundraising, Gallery, Handcrafts, Management, Marketing/ Publicity and Performance. The committee's duties are defined in the MAC Policies and Procedures Manual.

Article XVI

Ad Hoc Committees

Section 1. Ad Hoc Committees may be established from time to time by the Board of Directors and will be temporary in duration.

Section 2 There are four (4) Ad Hoc Committees that shall be formed on an annual basis.

2.1 **Audit Committee**, consisting of three (3) members—one Board member, one active member and one person not connected with the Corporation—shall be formed prior to the Annual Meeting to examine the Treasurer's financial report and the Corporate books and present an audit report to the Board of Directors.

2.2 **Nominating Committee** consisting of the Vice President, and two (2) members in good standing shall be appointed by the President well in advance of the Annual Meeting to prepare a slate of candidates for the ensuing year and to present this slate at the Annual Meeting for a vote.

2.2.1 A candidate for office must be a member in good standing.

2.2.2 It is the responsibility of the Nominating Committee to ensure that all persons nominated shall be willing and eligible to hold office.

2.2.3 The Committee shall ask for nominations from the floor.

2.2.4 Under the supervision of the Nominating Committee, all voting shall be by secret ballot of members in good standing at the Annual Meeting, except in the case of acclamation when voting shall be by show of hands.

2.3 **Bylaws Committee** shall consist of at least two (2) members, at least one of whom shall be from the Board.

2.3.1 The Committee shall review the Bylaws on an annual basis to ensure that they are consistent with the goals of the organization.

2.3.2 The Committee shall make recommendations for changes, as necessary, to the Board of Directors.

2.4 **Membership Committee** shall:

- review membership forms and make recommendations for changes to the Board of Directors.

- evaluate membership categories on an annual basis making suggestions for changes as needed and present them to the Board of Directors.

Amendments to the ByLaws – 2011 approved at annual meeting on 6.15.11
2013 approved at annual meeting on 6.19.13